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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

FILED
12/7/04
2004-12-7 P 5:30

SKYLINE SOFTWARE SYSTEMS, INC.)
Plaintiff,)

CIVIL ACTION NO. 04-111DPW DISTRICT OF MASS.

v.)

KEYHOLE, INC.,)
Defendant.)

**PLAINTIFF'S MOTION FOR LEAVE TO AMEND ITS COMPLAINT
TO ADD GOOGLE, INC. AS A DEFENDANT**

Pursuant to Fed. R. Civ. P. 15(a), Plaintiff Skyline Software Systems, Inc. ("Skyline") moves to amend its complaint in the above-captioned matter for the limited purpose of adding Google, Inc. as a defendant. In support of its motion, Skyline states the following:

1. On October 27, 2004, Google, Inc. announced that it had purchased Keyhole, Inc.
2. On information and belief, as stated by Google in its press releases, all of Keyhole's employees are now employees of Google and acts of infringement, contributory infringement, and/or inducement of infringement are now being conducted by both Keyhole and Google.
3. Under Rule 15(a), motions to amend pleadings "shall be freely given when justice so requires." As such,

[i]n the absence of any apparent or declared reason - such as undue delay, bad faith or dilatory motive on the part of the movant, repeated failure to cure deficiencies by amendments previously allowed, undue prejudice to the

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opposing party by virtue of allowance of the amendment, futility of amendment, etc. - the leave sought should, as the rules require, be 'freely given.'


Foman v. Davis, 371 U.S. 178, 182 (1962).

4. Allowance of this motion is in the interests of justice as no party will be prejudiced by this motion, as discovery has not yet commenced and no trial date has been set in this proceeding.

5. Skyline has not previously sought to amend its original Complaint. Additionally, Skyline does not request any alteration of the existing litigation schedule that has already been entered by the Court in this matter.

WHEREFORE, Skyline requests, for the reasons stated above, that the Court allow its Motion For Leave To Amend Complaint To Add Google, Inc. As a Defendant.

SKYLINE SOFTWARE SYSTEMS, INC.
By its attorneys,


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